IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

[2018] SGHC 03

Originating Summons No 605 of 2016 (Summons No 4529 of 2016)
Originating Summons No 493 of 2017

In the matter of Section 35(2) of the Societies Act (Cap 311)

And

In the matter of San Jiao Sheng Tang Buddhist Association

Between

Ng Keng Tiong

… *Plaintiff*

And

1. Lee Soy Tee
2. Neo Hin Chai
3. Tan Ser Hui
4. San Jiao Sheng Tang Buddhist Association

… *Defendants*

JUDGMENT

[Unincorporated Associations and Trade Unions] — [Meetings] — [Constitution]

Ng Keng Tiong
v
Lee Soy Tee and others

[2018] SGHC 03

High Court — Originating Summons No 605 of 2016 (Summons No 4529 of 2016)
Originating Summons No 493 of 2017
Woo Bih Li J
18 November 2016; 3 April, 24 April; 25 May; 17 August; 27 November 2017

4 January 2018

Woo Bih Li J:

Introduction

1 There are two actions before me. In these actions, Ng Keng Tiong ("the Plaintiff") is challenging the validity of the election of certain Management Committee ("MC") members of the San Jiao Sheng Tang Buddhist Association ("the Association") at its 2016 and 2017 annual general meetings.

Background

2 The Association is the 4th defendant in both actions. It is a Buddhist association which began as a temple operating out of 61 Lorong A-Leng Singapore 536751 until it was compulsorily acquired. From 31 December 2010 to present, the Association operated from 32 Tai Seng Avenue Singapore

534084. It was registered under the Societies Act on 31 January 1984. There are, at present, 331 members in the Association.

3 The Association and its members, refer to the late Dr Soon Cheong Jian, who is the Founder of the Association, as Honourable Master ("HM"). He is regarded as their Supreme Leader. According to the Association, even after HM's passing on 21 July 2000, the Association and its members continue to seek HM's directives which are relayed through temple mediums at "Buddha Sessions".

4 The Plaintiff is a member of the Association, having applied for membership on 8 March 1992. The Plaintiff has been a member for 25 years and remains a member to date.

5 The 1st to 3rd Defendants are:

(a) Lee Soy Tee ("D1"). He recently passed away on 10 November 2017 after the commencement of the two actions which I will refer to below. He was the president of the Association since 2009. He was a member of the MC of the Association for over thirty years since the mid 1980s.

(b) Neo Hin Chai ("D2"). He is the current Secretary of the Association and has been Secretary since the mid-1980s.

(c) Tan Ser Hui ("D3"). He served as a committee member of the MC from 1984 to 2007. Pursuant to Rule 7.2 of the Association's Constitution ("the Constitution"), the only appointments which require retirement are those of the Treasurer and Assistant Treasurer. Since 2012, he has been serving as the Assistant Treasurer in alternate years

to date. When he is not holding the post of Assistant Treasurer, he is an ordinary member of the MC.

I will refer to these three Defendants collectively as "the Individual Defendants".

6 The Association's representatives in these proceedings are three of its MC members, Ms Eng Foong Ho, Mr Hue Guan Koon and Mr Lim Kim Hong. All three of them are MC members of the current 2017/2018 MC and were also MC members of the 2016/2017 MC. They filed a joint affidavit for the Association in the proceedings.

7 On 15 June 2016, the Plaintiff commenced the first action which is Originating Summons No 605 of 2016 ("OS 605/16") against the Individual Defendants personally, seeking the following reliefs:

(a) a declaration that the election of the office bearers/MC members of the Association at its annual general meeting held on 20 March 2016 ("the 2016 AGM") is null and void;

(b) the MC elected in the preceding 2015 Annual General Meeting ("2015 MC") shall call a general meeting of the Association in accordance with its Constitution for the purpose of conducting fresh elections for a new MC as soon as may be practicable;

(c) pending the election of a new MC, the management of the Association shall vest in the 2015 MC; and

(d) the costs of the proceedings be paid by the Individual Defendants personally or such other order on costs as the Court may decide.

8 On 14 September 2016, the Individual Defendants filed Summons No 4529 of 2016 ("SUM 4529/16") to strike out OS 605/16 against them.

9 On 22 November 2016, the Plaintiff filed Summons No 5619 of 2016 ("SUM 5619/16") to apply for the Association to be added as 4th Defendant in OS 605/16.

10 On 12 December 2016, an Assistant Registrar granted the application to add the Association as 4th Defendant in OS 605/16. .

11 On 5 May 2017, the Plaintiff commenced a second action in OS 493 of 2017 ("OS 493/17") against the same Individual Defendants and the Association as 4th Defendant, seeking *inter alia* the following reliefs:

(a) a declaration that the election of the Individual Defendants to the MC at the annual general meeting held on 26 March 2017 ("the 2017 AGM") is null and void or invalid;

(b) a declaration that the election of Cheong Yoon Tian ("Cheong") and Kwa Kim Hua ("Kwa") to the MC at the 2017 AGM is null and void or invalid;

(c) the costs of the proceedings be paid by the Individual Defendants jointly and/or severally or such other order on costs as the Court may decide.

12 On 5 May 2017, the Plaintiff also filed Summons 2070 of 2017 ("SUM 2070/17") to amend OS 605/16 ("Amended OS 605/16"). In the Amended OS 605/16, the Plaintiff sought the following reliefs:

(a) a declaration that the election of Cheong and Kwa to the MC of the Association at the 2016 AGM is null and void or invalid;

(b) the cost of the proceedings be paid by the Individual Defendants jointly and/or severally or such other order on costs as the Court may decide.

13 On 17 August 2017, I allowed the Plaintiff's application to amend. I also directed that SUM 4529/16 be heard together with OS 605/16 and OS 493/17.

Summary of procedural steps and the reasons for such steps

14 In summary, the Plaintiff had commenced OS 605/16 primarily to seek a declaration that the election of all the MC members at the 2016 AGM was null and void. After counsel for the Individual Defendants submitted at the initial hearing before me that the correct defendant should be the Association, the Plaintiff then applied on 22 November 2016 to add the Association as a defendant and this application was granted on 12 December 2016. However, the Individual Defendants were not dropped as parties in that action.

15 In the meantime, the Individual Defendants filed SUM 4529/16 on 14 September 2016 to strike out Amended OS 605/16 against them.

16 On 5 May 2017, the Plaintiff filed OS 493/17 to seek a declaration that the election of five of the MC members at the 2017 AGM be declared null and void or invalid. The five were Cheong and Kwa and the (three) Individual Defendants.

17 On the same day, *ie*, 5 May 2017, the Plaintiff filed SUM 2070/17 to amend OS 605/16 so that the Amended OS 605/16 no longer sought a

declaration that the election of all the MC members at the 2016 AGM be declared null and void. Instead, it sought a declaration that the election of two members of the MC, *ie*, Cheong and Kwa at the 2016 AGM be declared null and void. I granted his application to amend on 17 August 2017. I also directed that Amended OS 605/16 be heard at the same time as SUM 4529/16 and OS 493/17.

18 The Individual Defendants protested at being included as defendants in OS 605/16 because they took the position that they were only three out of 15 MC members elected at the 2016 AGM. On their own, they did not control the MC and since the Plaintiff was seeking relief which only the Association could give effect to, it was the Association who was the appropriate defendant.

19 On the other hand, the Plaintiff's position was that the Individual Defendants had caused the state of affairs he was complaining of and hence it was appropriate to name them as defendants although eventually, as already mentioned, he also included the Association as a defendant. The Plaintiff also wanted the Individual Defendants to pay the costs of the action.

20 Both the Individual Defendants and the Plaintiff had not mentioned an important point at the initial hearing before me. Since the initial relief the Plaintiff was seeking in OS 605/16 was for a declaration that the election of all the MC members elected at the 2016 AGM be declared null and void, it was appropriate to name the three individuals as defendants because even if they did not control or cause the state of affairs which the Plaintiff was complaining of, their status as members of the MC was being challenged and they would be bound by a court decision only if they were parties to the action. On that reason alone, they could be included initially as defendants. However, on that reason,

the other members of the MC should have been included as defendants too but were not.

21 When the Plaintiff decided to apply to include the Association as a party, his counsel apparently informed the Assistant Registrar hearing the application that the Association was being joined as it was too cumbersome to add all the other members of the MC as parties to the action. That was not really a good reason. If the Plaintiff was still proceeding to seek a declaration in respect of the election of all the MC members at the 2016 AGM, then he should either have included all the MC members as parties to the action to ensure that they would be bound by the court's decision or obtained their written consent to be bound by the court's decision so as to avoid any argument that they were not bound, even though the Association would be bound once it was added in as a defendant.

22 As for the Plaintiff's reason for including the Individual Defendants as parties to the action so that they could be ordered to pay costs of the action, this was not an adequate reason. A non-party may be ordered to pay costs of the action so long as a non-party is given the opportunity to address the court on whether a costs order should be made against him before such an order is made.

23 When the Plaintiff amended OS 605/16 to confine the relief he sought to the election of Cheong and Kwa only at the 2016 AGM and since he had already included the Association as a defendant, he should then have taken two other steps as well. First, he should have dropped the Individual Defendants as parties because their election was no longer being contested. Furthermore, as they said, they were only three members of the MC and it was arguable whether they controlled the MC. Even if they did control the MC, it was unnecessary to still include them once the Association was included as a party as the MC (as a

group) would have to abide by the decision of the court. Secondly, he should have obtained the written consent of Cheong and Kwa (as individuals) to be bound by the decision of the court since their election was being challenged, failing which they should have been joined as parties. This would be to avoid any argument that, as individuals, they were not bound by the court's decision.

24 As for OS 493/17, the same observations apply. It was not incorrect to include the Individual Defendants as parties in that action since in this action, their election in the 2017 AGM was being challenged. However, by the same reasoning, Cheong and Kwa should have been included as parties unless they consented to be bound by the court's decision. While the Plaintiff's counsel informed this court that these two persons had been notified of OS 493/17, that may not be enough. Awareness alone does not *per se* constitute consent to be bound.

25 In any event, the parties proceeded on the above bases, *ie*, without Cheong and Kwa being included as parties to either of the two actions. I add that since D1 passed away on 10 November 2017, it would be pointless to grant any relief in respect of his election at the 2017 AGM. The Plaintiff has also indicated that he will not be seeking costs against D1. However, the following discussion will still refer to D1 as one of the Individual Defendants as that is how the case was presented until his demise.

The arguments and the court's conclusions

26 One initial reason why the Plaintiff challenged the election of Cheong and Kwa in the 2016 AGM was that their identities had not been disclosed as candidates for election until half an hour before the 2016 AGM commenced. The Plaintiff said he was surprised as they were new candidates standing for

election, as contrasted with the immediate past MC members who were standing for re-election.

27 He also later complained that Cheong and Kwa had not been reviewed formally by the entire MC before they were put up for election. More importantly, the Plaintiff had wanted to oppose their election as he felt that they were chosen to reinforce the control of the Individual Defendants. He wanted a vote to be taken at the 2016 AGM. However, the Individual Defendants had pushed through the election of Cheong and Kwa by simply including their names in a list together with the immediate past MC members (save for two who had passed away) who were standing for re-election and declaring that all of them had been elected as the number of candidates still fell short of the maximum number of 17 permitted in the Constitution. In other words, the Individual Defendants, as well as the Association, had taken the position that there was a walk-over and hence no need to engage in a voting exercise.

28 The same reasons applied in the context of the 2017 AGM although by then the Plaintiff could no longer say he was surprised about the inclusion of Cheong and Kwa as candidates for re-election.

29 The Plaintiff also made other complaints:

(a) D1 was not chairing each of the annual general meetings in question. He had left it to D2 to do so after he had given his speech;

(b) a proposer (at the 2016 AGM) of Kwa is Kwa's uncle. That proposer is also an uncle of an existing MC member; and

(c) a seconder at the 2016 AGM for the general list of candidates was D3's wife.

30 The first of these other complaints is not material for present purposes. However, I would add that a person who chairs a general meeting should be ready to exercise his authority for that meeting and not delegate it.

31 As regards the other two complaints, there is nothing in the Constitution to preclude a relative from proposing a candidate although convention may suggest that a spouse of a candidate should not be either the proposer or seconder. This observation is subject to the view I express below that if there is already a proposer and a seconder when the initial nomination is made, there is no need for another proposer and another seconder for a general list of candidates at the annual general meeting itself.

32 There was at least one important difference between the 2016 AGM and the 2017 AGM. Prior to the date of the 2017 AGM, two members of the Association had written to request that a motion of no confidence be passed against the Individual Defendants and to object to their standing for re-election in the 2017 AGM. However, this request was not put to the members at the AGM and eventually the Individual Defendants, as well as Cheong and Kwa, were elected together with others, to the MC.

33 Hence the Plaintiff was challenging the election of the Individual Defendants, as well as the election of Cheong and Kwa, in respect of the 2017 AGM. The Association was the main party who contested both the Plaintiff's actions.

34 The Association gave two reasons why the request for a motion of no confidence was not put to a vote by the members at the AGM. The first was that the request was received beyond a stipulated deadline in the notice of the 2017

AGM. The second was that one of the two members who had made the request had orally said, before the date of the AGM, that he had not signed the request.

35 Besides these two reasons, the Association's overarching argument was that HM had earlier approved the election of all those who were eventually elected at the 2016 AGM and later at the 2017 AGM. His wishes were to be carried out.

36 The Association also took the position that in any event there was no breach of the Constitution.

37 In my view, the Constitution must be the starting point for any further discussion. The relevant provisions are Rules 6.1 to 6.3, 7.1, 7.2, 7.5, 8(h) and 14.1. They state:

> 6 Management General Meetings
>
> 6.1) The management of the Society is vested in a General Meeting of the members presided over by the President. At least one quarter of the total membership of the society must be present at a General Meeting for its proceeding to be valid.
>
> 6.2) An annual General Meeting will be held in March each year. At other times, a General Meeting must be called by the President on the request in writing of 10 or more members and may be called at any time by order of the Committee.
>
> 6.3) At least two weeks' notice will be given of an Annual General Meeting and at least 10 days' notice of any other General Meeting and particulars of its Agenda will be posted on the Association's Notice Board for 4 days in advance of the Meeting. The following points will be considered at the Annual General Meeting:-
>
> a) The previous financial year's account and reports of the Committee;
>
> b) The election of Office-bearer for the following year, if any; and

c) Any other business.

Any member who wishes to place an item on the Agenda of a General Meeting may do so provided he gives notice to the Hon. Secretary one week before the Meeting is due to be held.

7 Management Committee

7.1) A committee consisting of the following shall be elected:-

President	-	1
First Vice-President	-	1
Second Vice-President	-	1
Hon. Secretary	-	1
Asst. Hon. Secretary	-	1
Hon. Treasurer	-	1
Asst. Hon Treasurer	-	1
Committee Members	-	10

7.2) All office-bearers except the Hon. Treasurer and Asst. Hon Treasurer may be re-elected to office year after year, unless:-

a) they tender in their resignation in writing;

b) they failed to carry out and perform their duties in a proper manner to the satisfaction of the Association and its members

…

7.5) The duty of the committee is to organise and supervise the daily activities of the Association and to make decisions on matters, affecting its running when General Meeting is not sitting. It may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

…

8) Office-Bearers

…

h) General members must attain a period of one year's membership before he/she can be proposed and elected as office-bearer in a General Meeting.

> …
>
> 14) Interpretation
>
> 14.1) In the event of any question or matter arising out of any point which is not expressly provided for in the Rules, the Committee shall have the power to use their own discretion.

38 The Association stressed that the word "vote" is not found in any of the relevant provisions. Only the words "election" or "elected" are found. As for the Plaintiff's complaint that there was no "voting by voice, show of hands, or by poll", the Association submitted that the Constitution was silent about such voting.

39 The Association suggested that because there is no provision for any "voting by voice, show of hands or by poll", it was not for the members at a general meeting to elect the members of the MC. Instead, as was done in the past, the usual practice was for the MC to review a list of new nominees or candidates first and then put up a list of new nominees approved by the MC for approval in turn by HM at a Buddha Session. As HM had passed away, his approval would be conveyed through a temple medium. HM did not always approve the new names submitted to him. If and when he did approve the nominees, this decision would be conveyed to worshippers including members at the Buddha Session. These steps would be taken before the date of an annual general meeting. By that date, a list of nominees approved by HM (which included the immediate past members of the MC and new nominees) would also be put up at the venue of the AGM. However, in the past, there was no voting as such as there was no contest. Indeed, the Association said that HM had disapproved of any voting as that would cause disunity.

40 As I intimated above, one of the Plaintiff's complaints was that not all the MC members were consulted at a formal meeting when the names of Cheong and Kwa were put up for approval by HM before the 2016 AGM. Apparently, he was making the same point for the 2017 AGM.

41 The Association did not dispute the allegation in respect of the 2016 AGM. Its point was that before the 2016 AGM, two of the then 15 members of the MC had passed away. As prompted by HM at several Buddha Sessions, the resulting vacancies ought to be filled. Eventually a list of six new names produced by D3 was put up for HM's approval at a Buddha Session on 22 February 2016. The names of Cheong and Kwa were part of the six names. At this Buddha Session, it was disclosed to HM that the list of six new names had not yet been placed before a formal meeting of the MC. All the surviving MC members were present at this Buddha Session, except for one who was ill. No objection was taken when the list of six names was put up for HM's approval. After HM had approved the nomination of Cheong and Kwa, this was announced by D3 to the attendees the same day. Their names were also announced at two subsequent Buddha Sessions on 4 March 2016 and 19 March 2016. At the 2016 AGM, a list of 15 names was put up. The list included the new names of Cheong and Kwa. As there were 17 positions available, the 15 were considered elected.

42 Unfortunately, one MC member passed away the next day, leaving 14 members in the MC.

43 As for the 2017 AGM, the Association said that at an MC meeting on 15 January 2017, it was decided that:

(a) the names of new nominees (if any) should be submitted to the MC for review;

(b) if the MC approved, the names of the new nominees would then be put up to HM for approval;

(c) where the number of total nominees (including the immediate past MC members) was equal to or less than the maximum number of places available (as stipulated in the Constitution), a list of the nominees would be put to the AGM for a proposer and a seconder to endorse and to be then elected at that AGM.

44 At the same meeting, three new names were raised before and approved by the MC. Apparently, the three new names did not include Cheong and Kwa who were already existing members of the MC allegedly elected at the 2016 AGM.

45 At the Buddha Session on 18 February 2017, HM approved the three new names. Together with the existing MC members, all 17 positions were considered filled.

46 On 1 March 2017, a Notice of Annual General Meeting 2017 ("the Notice of the 2017 AGM") was issued by the Secretary of the Association (who is D2). The date of the 2017 AGM was 26 March 2017. The Notice of the 2017 AGM specified that any question to be raised at the AGM should be submitted in writing to the Secretary before 5pm of 10 March 2017.

47 According to the Plaintiff, two members of the Association sent a letter dated 8 March 2017 to the Association. The two were Low Eng Kiat ("Low") and Chia Peng Cher ("Chia"). The letter wanted motions to be raised at the 2017

AGM for a vote of no confidence to be passed against the Individual Defendants and that these persons be banned from re-election to the MC under Rule 7.2(b) of the Constitution on the basis that they had failed to carry out and perform their duties in a proper manner to the satisfaction of the Association and its members. However, the Plaintiff said that the MC failed to raise the matters in the letter at the 2017 AGM. This was his main reason for challenging the election of the Individual Defendants in the 2017 AGM.

48 The Association had two specific reasons for not raising the matters stated in the letter dated 8 March 2017 at the 2017 AGM.

49 First, the Association said that the original letter was not received by the Association by the deadline of 10 March 2017 stipulated in the Notice of the 2017 AGM, although a copy was received by the Association's solicitors on 14 March 2017. The deadline of 10 March 2017 was not met.

50 Secondly, the MC did discuss the letter (received by its solicitors) at its meeting of 16 March 2017 and it was decided that two of the MC members would speak to Low about his request in that letter.

51 Apparently these two MC members did speak to Low on 20 March 2017. They then informed the MC that Low had said that he could not have written the (lengthy) letter of 8 March 2017 which was in the English language as he was not fluent in the English language. Hence the MC decided not to call upon Low at the 2017 AGM to address the matters raised in the letter of 8 March 2017. These allegations were made in the joint affidavit filed on behalf of the Association.

52 In response, the Plaintiff obtained an affidavit from Low which was Low's second affidavit for OS 493/17 affirmed on 4 July 2017. Low said that the two MC members who spoke to him had showed him a one page letter written in the English language that appeared to be old and rusty-looking. When they asked him if he had signed the letter, he said that he had not as the letters he had signed were on white paper and not rusty-looking paper. Low said that he did not tell the two MC members anything about the letter dated 8 March 2017 as they did not bring it up at all. In the same affidavit, Low accepted that he did not write the letter as it was in the English language but its contents were interpreted to him in the Chinese language before he signed it. He repeated (in his affidavit) that the letter fully expressed his intentions.

53 I come back to developments before 26 March 2017 which was the date of the 2017 AGM.

54 At a meeting of the MC on 16 March 2017, the question of voting at the 2017 AGM was raised as there were eleven nominations for the ten general committee positions, *ie*, the positions other than those for specific office-bearers. A member of the MC said that HM had told him in 1984 that there should be no voting as it would be divisive. Each member of the MC was asked to state his or her stand on this point. The view of each was "no voting". The minutes stated, "As there is no disagreement, the management committee's stand is for no voting".

55 On 23 March 2017, D2 sent a letter addressed to the members of the Association. The letter stated the following:

(a) At the close of nomination day on 10 March 2017, 18 nominations had been received for the 2017/2018 MC. They were for seven of the office bearer positions and ten general committee positions.

(b) The seven office bearer positions would be cleared as one block with a proposer and a seconder as there was no contest.

(c) The ten general committee positions would be subject to an election as there were 11 candidates.

(d) As HM does not approve of voting at the AGM and there was no voting system, the existing MC had decided on the following rules:

(i) spoilt votes will include those where:

- 11 names were marked (instead of ten);
- less than ten names were marked.

56 The letter also identified ten of the 11 candidates as having been approved by HM and the 11th as not having been approved by HM. The ballot form prepared for the election also distinguished between the two groups, *ie*, those approved by HM and the one not approved by HM.

57 As it transpired, the last candidate who had not been approved by HM decided on the day of the 2017 AGM itself not to stand for election. Accordingly, all the 17 names approved by HM were considered elected. I mention the letter dated 23 March 2017 and the ballot form because they raise a general point of some importance which I shall come back to later.

58 I need not elaborate as to how the nomination of some more candidates (other than those approved by HM), were said to have failed because a proposer

or seconder had withdrawn his support for the respective nominations. These were not the subject of the actions and did not raise any general point of importance.

59 The primary question of general importance for the Association was who elects the members of the MC.

60 I am of the view that the Association's reliance on the absence of any provision in the Constitution for any "voting by voice, show of hands or by poll" was misplaced. When the Plaintiff complained about the absence of "voting by voice, show of hands or by poll", he was not complaining about the manner in which a vote was being taken. Rather, he was complaining about the fact that no vote was taken at all. For that purpose, he elaborated that there was no vote by any of the mechanisms he mentioned.

61 The Association relied on *Vellama d/o Marie Muthu v Attorney-General* [2012] 4 SLR 698 where the High Court said (at [59]) that "election" in Art 49(1) of the Constitution of the Republic of Singapore could mean either:

(a) an event, in the sense, "to hold an election"; or

(b) a process, in the sense, "by the process of election".

62 In my view, the Association's reliance on this distinction was of no assistance to it. In that case, the question was whether the Prime Minister of Singapore was obliged under Art 49(1) to call a by-election when a single seat in Parliament had become vacant or whether he was not obliged to do so and the word "election" only meant that if he should do so then the seat would be filled by the process of an election.

63 In the case before me, it was not disputed that MC members have to be elected annually. The question was who had the power or right to elect them. As mentioned above, the question was not how the voting was to be carried out, *eg*, whether by voice, show of hands or by poll. The options in the mechanics to carry out a voting exercise were mentioned by the Plaintiff merely to show that none of the options was used as the members were not allowed to vote at all.

64 Although the Constitution is not well-drafted, it is clear to me from the scheme stated in Rule 6.3(b) of the Constitution that the right to elect members of the MC is given to the members of the Association. In turn this right is to be exercised at a general meeting including an annual general meeting.

65 In particular, Rule 6.3(b) states that the election of office-bearers for the following year, if any, is to be considered at the annual general meeting. It was undisputed that the reference to office-bearers was to members of the MC.

66 However, the Association submitted that it was HM who was to elect or approve the members of the MC for the next year and the members of the Association were merely to endorse those already approved by HM. It was not the case that members of every association have an intrinsic right to elect the members of the relevant management committee.

67 To support its submission, the Association referred to the constitution of other organisations such as the People's Action Party and the Thye Hua Kwan Moral society.

68 In the constitution of the People's Action Party, only cadre members have the right to vote for members of a central executive committee. Other non-

cadre members do not have this right. In my view, this analogy was of no assistance because there the constitution specifically drew the distinction. Furthermore, the Plaintiff was not saying that members of the Association must necessarily have the right to elect the members of the MC as that was an intrinsic right from their status. He was relying on the terms of the Constitution.

69 As for the constitution of the Thye Hua Kwan Moral Society, Article 6 rule 1(a) specifically states that the committee (meaning the management committee) shall be constituted as the election committee, "which shall elect all the new committee members and office bearers in accordance with this Constitution. The list of the new committee shall then be submitted to the Annual General Meeting for endorsement …".

70 However, in contrast, no such terms are found in the Constitution (of the Association). No mention is made of HM, or the MC, having any right to elect (or appoint) the members of the MC. Furthermore, it was unclear what the Association meant in its submission that it was for the members to endorse HM's approval. How would such endorsement be effected and what would be the consequence if the members chose not to endorse?

71 Finally, while parties focussed on Rule 6.3(b), there is another rule which put the matter beyond doubt. Rule 8(h) states that members must attain a period of one year's membership before he/she "can be proposed and elected as office-bearer in a General Meeting" (see [37] above). When Rule 8(h) is read together with Rule 6.3(b), it is clear that the election of members of the MC is done at a general meeting including the annual general meeting and that the election is done by members of the Association and no one else.

72 This is not to say that the MC cannot seek guidance from HM. They may do so but that is an extra-legal process. With due respect, since HM is not mentioned in the Constitution, it is not HM, but the members of the Association who elect the committee members of the MC.

73 Likewise, it was not clear what the Association meant when it referred to the review by the MC of the names of new nominees before the names were put up for HM's approval. If this is merely a process to obtain guidance from HM, it is not precluded by the Constitution. However, if this review is meant to suggest that the MC may reject any candidate, even if the candidate was properly nominated for election by members of the Association, then it is not open to the MC to reject any such candidate.

74 Furthermore, while *individual* members of the MC may prefer not to have a contest, as expressed in the MC meeting of 16 March 2017, the MC *as a group* must not give the impression that voting by members of the Association is contrary to the Constitution.

75 To the extent that the Plaintiff was complaining that Cheong and Kwa were not reviewed by the entire MC at a formal meeting to determine whether they were suitable nominees before their names were included in the list of names submitted to HM for approval before the 2016 AGM, nothing turns on this objection.

76 First, it is not a requirement of the Constitution that HM's approval must first be sought.

77 Secondly, it is not a requirement of the Constitution that the new nominees must first be reviewed by the entire MC, whether at a formal meeting of the MC or not, before HM's approval is sought.

78 The process which the MC has used may need to be re-considered.

79 It appears that firstly, the MC takes it upon themselves to consider any new person for nomination. If that person is approved by the MC, then his name is put up for HM's approval at a Buddha Session. If approval is given, an announcement is made at the same Buddha Session. These steps are all taken before a notice of an annual general meeting is given to the members.

80 This may be confusing or unfair because, based on the notices for the 2016 AGM and the 2017 AGM, it is that notice which informs members about the nomination of any candidate to a position in the MC and the process of making a nomination. What happens to the names of those candidates who are nominated by members of the Association? Are they also put up for HM's approval? It appears not because the joint affidavit filed on 19 June 2017 for the Association states at para 44 that, "… once the 17 positions in the 2017/2018 MC were filled, HM refused to consider/approve any other candidates". According to that joint affidavit, these 17 positions were filled on 18 February 2017 after HM approved the three new names (see [45] above). The Notice of the 2017 AGM was issued only on 1 March 2017 (see [46] above). By then, that notice informing members of the Association about the process of nomination of candidates for the MC would have come too late for HM's approval. Furthermore, there is no evidence that the name of the 18th candidate (before he withdrew his candidature) was in fact put up by the MC for HM's approval.

81 It appeared that the MC were pre-determining or, at the least, influencing the outcome of any contest. The names which they reviewed and approved and which were in turn approved by HM would have a better chance of success than others as the MC informed the members of the Association which names have been approved by HM and which have not.

82 Indeed, as mentioned above, the letter dated 23 March 2017 from D2 prior to the date of the 2017 AGM and the intended ballot form specifically drew attention to this distinction.

83 The second joint affidavit of the Individual Defendants on 19 June 2017 boldly states at para 16 that, "The MC has a duty to inform the members who has been approved and who has not been approved by HM. We have never pressured anyone to withdraw their nominations or instructed members who to vote for. Members are free to stand for elections if they satisfy the constitutional requirements". While this appears at first blush to be quite commendable, it seems to me that in fact the Individual Defendants, and the rest of the MC who agree with them, have influenced members who to vote for, if not pre-determine the outcome, by putting up only certain names for HM's approval and not the names of all candidates.

84 There is nothing wrong with seeking the guidance of HM *per se*, but the process mentioned above suggests that it is the MC and not the members of the Association who effectively select the members for the incoming MC. Should not the names of all candidates, whether nominated by the MC or by others, be put up for HM's approval at the same time?

85 Furthermore, while it is open to any member of the Association or any MC member to say at an annual general meeting who he believes HM has

approved of, it is ultimately for the members of the Association to make the decision.

86 I add that since HM's approval is not mentioned in the Constitution, the Association should re-consider whether formal documents like letters or ballot forms should still draw a distinction between those approved by HM and those who are not approved.

87 I also wonder whether it is for the MC to take the position, as they did for the 2017 AGM, that any vote for less than ten candidates would be void. This appears to be an infringement of the right of a member of the Association to vote or not to vote. If he chooses to vote, he should be entitled to choose how many candidates he wishes to cast his vote for. Each candidate stands for election individually. This is not an election for group representation as such.

88 I come now to the process of nomination. The Association submitted that there is no provision in the Constitution for any process of nomination as though the absence of such a provision suggests that it is for HM and not the members of the Association to choose the members of the MC. I find this argument misplaced. It was also contrary to the Association's own practice. Each notice of an annual general meeting for the 2016 AGM and the 2017 AGM had a statement mentioning the nomination of any member of the Association to be an office bearer, meaning, a member of the MC. This must be read in conjunction with the agenda of which item 4 refers to "Election of Office Bearers and Honorary Auditors" for the relevant year. Clearly the election of members to the MC was to be done at the relevant annual general meeting. The absence of any provision in the Constitution for the process or procedure for nomination does not mean that there is to be no election and no voting by members of the Association.

89 Also, it did not deter the Association in the past from giving effect to the substantive provisions of the Constitution under which it is for the members of the Association to elect members of the MC. Moreover, the procedure or process of nomination does not have to be set out in the Constitution. It can be dealt with under rules passed by the MC although it may be that no such rules have been expressly passed so far. However, it is one thing for the MC to provide for such rules. It is not for the MC to circumvent the Constitution such that the MC members for the next year are chosen by someone other than the members of the Association.

90 I would also mention that it is unclear to the court whether the same process of nomination is followed for all candidates. The notice for each of the 2016 AGM and 2017 AGM states that two members should support a nomination. Was the same process followed by the MC themselves before the MC decided to put up names for HM's approval?

91 Furthermore, if there are already two supporters for each nomination, why is there a need for a proposer and seconder for the general list of candidates at the annual general meeting itself just because there is no contest and no voting? Each candidate's name on the general list should just have the names of the proposer and seconder which should have been already submitted when the nomination was made. Asking for another proposer and seconder at an annual general meeting for the general list is confusing. Fortunately this step will not affect the validity of the election since it is an additional step but it is unnecessary and confusing.

92 I now come back to the specific grounds of complaint raised by the Plaintiff.

93 In so far as the Plaintiff said that Cheong and Kwa were not approved at a formal meeting by the entire MC before their names were included in a list for HM's approval for the 2016 AGM, the answer is that the approval of the entire MC, whether at a formal MC meeting or not, is not a requirement in the Constitution as I have mentioned.

94 Furthermore, it does appear that the MC members, other than the Individual Defendants, were subsequently aware that the names of Cheong and Kwa had been submitted for approval by HM although this knowledge may have been acquired after HM's approval was obtained (see [41] above). Also, there was no objection from any MC member until perhaps after the 2016 AGM. It appears that after the 2016 AGM, some members of the MC appeared to be in doubt whether Cheong and Kwa were validly elected in the light of objections raised by members of the Association at the AGM but that is a separate point which does not, in itself, affect the validity of the election of Cheong and Kwa.

95 As for the Plaintiff's argument that the general list of names was only put up about half an hour before the commencement of the AGM, there is nothing in the Constitution which stipulates a timeframe for the names to be put up.

96 In so far as the Plaintiff said he had been surprised when he saw the names of Cheong and Kwa as candidates for election, I am of the view that it is doubtful that the Plaintiff was truly surprised. According to the undisputed evidence from the Association, the names of Cheong and Kwa were announced publicly after they were approved by HM at some Buddha Sessions (see [41] above) and it is likely that the Plaintiff would have learned of this before the AGM.

97 The more important question was whether a vote should have been taken on Cheong and Kwa. That was really the crux of the Plaintiff's objections for the 2016 AGM.

98 As mentioned, the Association's position was that since the number of candidates, including Cheong and Kwa, was 15 and this still fell short of the maximum number of 17 allowed under the Constitution, there was no need for any voting. It was a walk-over situation.

99 However, the Plaintiff's position was that even if there was no contest as such, members should still be entitled to object to a candidate and vote whether he should be elected or not.

100 The Plaintiff's counsel informed the court that for national elections in Singapore, the relevant legislation does specifically provide for a candidate to be deemed elected, *ie*, a walk-over, if there is no other candidate. However, the Constitution (of the Association) was silent on the point.

101 The Plaintiff relied on Rule 7.2(b) of the Constitution which states that all office-bearers, except the Hon. Treasurer and Asst. Hon. Treasurer, may be re-elected to office unless "they failed to carry out and perform their duties in a proper manner to the satisfaction of the Association and its members". He submitted that this meant that members could object to any candidate on the stipulated ground stated in Rule 7.2(b) and, if so, a vote should be taken as to whether the candidate should then be elected into office, even if there was no contest as such. Otherwise, the purpose of Rule 7.2(b) would be undermined.

102 There was some force in this argument. However, Rule 7.2(b) refers to a re-election of past office-bearers. Apparently, Cheong and Kwa were not past

office-bearers at the relevant time in that they had not held office before the 2016 AGM.

103 Secondly, Rule 7.2(b) refers to the satisfaction "of the Association and its members". There are two parts in this phrase. What does the first part, *ie*, the satisfaction "of the Association" mean? Does it carry a meaning different from the satisfaction of the members of the Association or is it superfluous and it also means the same thing as the second part, *ie*, the satisfaction of the members of the Association?

104 As a general principle of interpretation, some meaning should be given to words used in a formal document rather than to consider them superfluous. I am inclined to think that the first part of Rule 7.2(b) refers to the satisfaction of members of the MC, as representing the Association, other than the MC member whose conduct is in question. If this is correct, then the other members of the MC should first be dissatisfied with that member's performance of his duties before the second part kicks in whereupon the members of the Association may then express their views too.

105 Thirdly, the question arises whether Rule 6.3(b) is of any assistance. Under this provision, one of the points to be considered at the annual general meeting is, "The election of Office-bearer for the following year, if any …". Do the words "if any" shed any light? There are a few possible interpretations.

106 One is the situation where no one is standing as a candidate to be a member of the MC. Accordingly, there is no election and the words "if any" are meant to apply to other situations, *ie*, there will be an election in all other situations.

107 The second interpretation applies where there is no contest between two or more candidates. Where there is no such contest, there is no election and the words "if any" apply to other situations, *ie*, there will be an election only if there is a contest between two or more candidates.

108 The third interpretation applies where there is no contest between two or more candidates, *ie*, only a single candidate remains and there is also no objection to the single candidate. Where there is no such contest and no objection, then there is no election. In this scenario, the words "if any" apply to a situation where there is a contest between two or more candidates or where there is an objection even to a single candidate. In either situation, there will be an election.

109 When the above interpretations are considered, it seems that the words "if any" do not assist to clarify when there is to be an election.

110 Arguably, the reference to a choice suggests that one chooses between two or more individuals rather than between having a representative or none at all. But again the latter is also a permissible argument, *ie*, one can choose between having a representative or none at all. Furthermore, in the present context, it was arguable that members could choose to reject Cheong and Kwa so that effectively they choose to have 13 persons, rather than 15, as MC members.

111 Having said that, it seems to me that intuitively when one speaks of an election of persons to an office, one tends to assume that the choice is between two or more candidates rather than a choice between having a representative or none at all.

112 I am of the view that where there is no contest between two or more candidates for a specific position in office, the remaining candidate is deemed elected. There is to be no election as such and consequently, no voting. Also, for the general members of the MC, *ie*, those who do not hold any specific office, where the number of candidates is no more than the maximum number allowed under the Constitution, there is no contest and all are deemed elected.

113 Alternatively, since there is no express provision in the Constitution to cover the situation where an objection is raised against a candidate even though there is no contest between that candidate and another candidate, then Rule 14.1 kicks in. Under that rule, the MC has the power to use its own discretion where any question or matter arises out of any point which is not expressly provided for in the rules. It was therefore open to the MC to decide whether an election was to take place in such a situation and it appears to have decided against holding an election at the 2016 AGM and also at the 2017 AGM.

114 Accordingly, this ground of the Plaintiff also fails.

115 Therefore, the objections raised by the Plaintiff in respect of the election of Cheong and Kwa at the 2016 AGM fail. Likewise his objection to the election of these two same persons at the 2017 AGM also fail as his objections were similar to those for the 2016 AGM.

116 Nevertheless, in the light of the importance of the issue, the MC may wish to consider whether the matter should be settled once and for all by the members of the Association at the next available annual general meeting. If there is no unanimity, members should be asked to vote whether there is to be an election of a candidate by voting each time an objection is taken to his standing for office or whether that candidate is deemed to be elected so long as

there is no opposing candidate or so long as the number of candidates is less than the maximum allowed under the Constitution.

117 This leaves the Plaintiff's challenge to the election of the Individual Defendants at the 2017 AGM. His main point was that the matters raised in the joint letter dated 8 March 2017 from Low and Chia were not raised at the 2017 AGM. In particular, the authors' intention to raise a motion of no-confidence against the Individual Defendants and to bar them from re-election was not raised at the 2017 AGM.

118 One question was whether the Plaintiff had *locus standi* to raise the letter as a ground to challenge the election of the Individual Defendants. He was not one of the authors of the letter. He submitted that there was a breach of the Constitution as the Individual Defendants were obliged under Rule 6.3 of the Constitution to raise the matters mentioned in the letter so long as notice had been given one week before the date of the 2017 AGM. The relevant part of Rule 6.3 states, "Any member who wishes to place an item on the Agenda of a General Meeting may do so provided he gives notice to the Hon. Secretary one week before the Meeting is due to be held". If there was a breach, this would be a breach of contract as the Constitution was in effect a contract between members and between members and the Association which any member could rely on. There was no argument by the Association on the question of the Plaintiff's *locus standi*.

119 In the absence of more arguments, I will assume that the Plaintiff does have *locus standi* to mount the challenge based on the letter.

120 The next question was whether the letter was received late. The Association said it was late because it did not receive the original until after the

deadline of 10 March 2017 stated in the notice of the annual general meeting. Likewise, the copy which its solicitors did receive was received late on 14 March 2017.

121 Low's second affidavit of 4 July 2017 said that he had sent the (original) letter to the Association through Speedpost, a courier service. This was on 8 March 2017. Speedpost's tracking system mentioned an unsuccessful delivery on 10 March 2017. The reason was that the courier was unable to gain access to the Association's address. The letter was eventually collected by the Association on 1 April 2017.

122 In addition, Low said that on or about 8 or 9 March 2017, he had handed several copies of the letter to Leong How Tuck an MC member for him to pass to the other MC members. He also delivered a copy to another MC member Ng Ah Seng personally although it was unclear whether this too was done on the same day.

123 Furthermore, Low said that he sent a copy of the letter to the Association's solicitors. As mentioned above, the Association said this was received on 14 March 2017 by its solicitors which was after the deadline of 10 March 2017. However, the Plaintiff submitted that the deadline imposed in the notice of the 2017 AGM was itself in breach of the Constitution. As mentioned above, the deadline under Rule 6.3 is one week before the 2017 AGM is held.

124 As the 2017 AGM was to be held on 26 March 2017, any notice received by 19 March 2017 would have complied with Rule 6.3. However, the deadline under the notice was 10 March 2017 which was tighter (for the sender of the letter) than that allowed under Rule 6.3 and was contrary to Rule 6.3. There was

no counter-argument by the Association to this. It seemed that the Association had overlooked this provision.

125 There was also no explanation from the Individual Defendants or the Association as to why Speedpost's courier was unable to gain access to the Association's address on 10 March 2017 to deliver the letter dated 8 March 2017. Neither was there any explanation as to why it took the Association so long, until 1 April 2017, to collect the letter from Speedpost. In the absence of any explanation, I assume that Speedpost would have left a notice at the Association's address of an undelivered article on 10 March 2017 when the attempted delivery was unsuccessful but the letter was only collected on 1 April 2017. The absence of explanation did not speak well of the Association or the MC.

126 The main plank of the Association's response was that after the MC meeting on 16 March 2017 where a copy of the letter (received by its solicitors) was discussed, two MC members had spoken to Low who said he had not signed the letter. However, as mentioned above at [52], he denied saying that in his second affidavit in which he affirmed the contents of the letter.

127 Since Low had purportedly signed the letter dated 8 March 2017, the MC should have ensured that it obtained something in writing from him to confirm his alleged denial of the letter. Otherwise it would be one person's words against another's. This omission did not reflect well on the MC. In the light of Low's second affidavit where he refuted the Association's version and affirmed the contents of the letter, I am inclined to accept Low's second affidavit on this point as the accurate version.

128 In any event, the Association was silent about the second author Chia. Even if Low did not sign the letter, Chia apparently did. Why did the MC still not raise the letter at the 2017 AGM? There was no explanation in the Association's affidavit. Perhaps the MC assumed that such a letter must be supported by at least two members of the Association. However, the Constitution does not specify this requirement and Rule 6.3 mentions that "Any member" may place an item on the agenda provided the requisite notice is given.

129 Accordingly, the Association's reasons for not raising the letter dated 8 March 2017 at the 2017 AGM were not valid.

130 It is unclear to me whether Low and/or Chia attempted to raise the letter at the 2017 AGM or whether they remained silent as allegedly there was chaos at that meeting. Apparently there was audio recording of the proceedings but the recording was not made available to the Plaintiff.

131 There is one other point to be considered. The letter mentioning the intention to call for a motion to pass a vote of no confidence also linked that intention to Rule 7.2(b) of the Constitution, *ie*, that the Individual Defendants be barred from re-election on the basis that they have failed to carry out and perform their duties in a proper manner to the satisfaction of the Association and its members. I have discussed Rule 7.2(b) above.

132 For the reasons I have stated, it was not open to Low and Chia to use Rule 7.2(b) unless the other MC members were of the view that the Individual Defendants had failed in their duties.

133 If Low and Chia were not entitled to use Rule 7.2(b), could they nevertheless have raised a motion to pass a vote of no confidence without

reference to Rule 7.2(b) and what would the effect of such a vote be, if passed? Is such a motion to be sought only during the term of the member of the MC and not at an annual general meeting? In other words, would a motion to pass a vote of no confidence be considered at a general meeting only if it is necessary to seek the removal of an MC member from office, during his term of office, when one cannot wait till the next annual general meeting? Hence it is not to be considered at an annual general meeting when the process of an election already applies? Otherwise the motion for such a vote may be another way of seeking a vote even though there is no contest. Also, if such a motion is considered and passed, what happens if there is no replacement office-bearer? These were difficult and relevant questions which were not addressed.

134 Even if I accept that the letter should have been raised at the 2017 AGM and that a vote on a motion of no confidence should have been taken, and that both were not done, the question remains as to the relief that the court should grant.

135 It is uncertain whether the intended motion of no confidence would have been passed. In the circumstances, I am not inclined to declare the election of the Individual Defendants null and void without a vote.

136 Furthermore, if I were to declare their election as null and void, the repercussions are unknown at present. While they constitute only three members of the MC, some of them occupy a specific office. For example, D1 was the President of the Association. D2 is the Honorary Secretary. There may be steps taken by one of them on behalf of the Association. If their election is declared null and void, the effect or consequence of the declaration is unknown.

137 An alternative is to order the Association to convene an extraordinary general meeting for the motion to be put to a vote even though the Plaintiff has not yet garnered the written support of at least ten members of the Association for such a meeting under Rule 6.2.

138 However, I am mindful that, in any event, the next annual general meeting of the Association is due to be held in March 2018 under the Constitution. Accordingly, it will serve no purpose to order the Association to convene an extraordinary general meeting for the purpose stated above.

139 I will now address some other arguments of the Association to provide some guidance as the Association may be embroiled in further litigation. The Association's affidavit affirmed on 19 June 2017 stated at para 113 that the standard procedure in handling complaints from a member of the Association is to write to the MC or make his case to an MC member which will then be raised at the next MC meeting. Thereafter if a resolution is not resolved, a petition may be made in writing at the next Buddha Session.

140 The problem is that the Plaintiff appears to have lost confidence in the MC or he believes, rightly or wrongly, that the MC is controlled by the Individual Defendants. Even if a petition is presented it is unclear how it will be handled by the MC. At present, I am not able to say whether he or other members of the Association have been guilty of rowdy conduct or the Individual Defendants or the MC had sought to shut out members from raising objections at the 2016 AGM or the 2017 AGM. However, I am able to say that this is a very sad state of affairs and I am afraid that it is likely to continue for some time unless wisdom and goodwill prevail.

141 In so far as the Association mentioned that the Plaintiff had acquiesced to past practices of the Association, the Association has accepted that any such acquiescence does not preclude the Plaintiff from raising objections prospectively.

142 I add that the Association argued that the Plaintiff has not shown any prejudice that he or any member has suffered as a result of the election of Kwa and Cheong to the 2016/2017 MC and to the 2017/2018 MC or the election of the Individual Defendants to the 2017/2018 MC. Neither has he shown how the election of Kwa and Cheong has in any way detracted or diminished the pursuit of the Association's objectives in promoting the practice and teaching of Buddhist tenets.

143 As for the Plaintiff's allegations against the Individual Defendants, the Association argued that he was not able to pinpoint specific instances of irregularity in the way the elections were conducted for the 2016 AGM and the 2017 AGM.

144 I am of the view that it is not necessary for the Plaintiff to show that he has suffered any direct prejudice or damage if in fact there was a breach of the Constitution in the election of any MC member. Whether the breach is a substantive or trivial breach is another matter. If it is a substantive breach he would have been entitled to seek relief from the court for the breach and it will be for the court to decide what relief, if any, is to be granted.

145 It is also immaterial whether the election of Kwa and Cheong has in any way deterred the Association from the pursuit of its objectives.

146 If an aggrieved party has to establish direct prejudice or damage or establish that the Association has been deterred in the pursuit of its objectives, that will be too high a threshold. It will encourage others to breach the Constitution and result in chaos. A substantive breach of the Constitution is itself detrimental to the interest of the Association and its members.

147 As for specific instances of irregularity in the conduct of elections, I have elaborated on the Plaintiff's complaints above and need not repeat them.

148 The Association's affidavit also suggested that the Plaintiff is really a front to advance the objectives of one Soon Joo Ee ("Soon") who is otherwise known as "Big Brother" or "Spiritual Leader". Soon is the son of HM. Apparently there is a difference of opinion among members of the Association as to whether Soon should be allowed to attend and participate in MC meetings.

149 While the Plaintiff alleged that he was not using his present complaints to advance the objectives of Soon, he nevertheless made some reference in his affidavits to Soon. For example, he mentioned in his first affidavit for OS 605/16 that Soon was not allowed to attend and participate in MC meetings or decisions of the MC. He also mentioned that defamatory allegations were made against Soon and a former president of the Association from a prepared text read by D3 at the 2016 AGM. This was repeated in his first affidavit for OS 493/17.

150 It may well be that the Plaintiff's complaints are part of a larger dispute as suggested in the Association's affidavit but that is neither here nor there as far as the court is concerned for now. If he is aggrieved, he may seek relief from the court. If any of his complaints is established it is for the court to decide if

any relief should be granted and, if so, the nature of the relief, having regard to all the circumstances relevant to his complaint. If he fails to establish his complaints then he takes the risk of the consequence which may arise from his failure.

151 These complaints are not relevant to the issues before me and no reliefs have been prayed for in relation to them. For now, any such larger dispute has to be resolved elsewhere. It is a pity that apparent attempts to seek an amicable resolution have failed.

152 I set out below my orders:

(a) For SUM 4529/16, in the light of what I have said in respect of the procedural steps, I will grant an order to dismiss OS 605/16 as against the Individual Defendants. Eventually no relief was being sought against them after that action was amended and it was unnecessary to continue to include them as parties to that action just to claim costs against them.

(b) I dismiss prayer 1 of OS 605/16.

(c) I dismiss prayer 2 of OS 493/17. I make no order on prayer 1 of OS 493/17.

153 I will hear parties on costs of SUM 4529/16 and the two actions if the question of such costs cannot be resolved amicably. While each party may want to claim to be the victor, I hope each of them will examine carefully how his or its conduct has contributed to the present unsatisfactory state of affairs before claiming such costs.

154 If any party still wishes to claim such costs, that party is to write in for an appointment to be fixed before the court for arguments on such costs. Any argument on such costs will be heard together with arguments on costs of another application by the Plaintiff, *ie*, Summons 5400 of 2017 which I dismissed on 27 November 2017 with costs reserved pending the outcome of SUM 4529/16 and of the two actions.

155 I understand that the Association is taking steps to amend the Constitution to address various points. I hope the attempt will also include the points I have mentioned.

156 In the meantime, I hope that future annual general meetings will be conducted more carefully and fairly and that heated outbursts and exchanges will be avoided. I note that the Plaintiff had proposed, through his solicitors, that the election of MC members for 2017/2018 (at the 2017 AGM) be conducted by a lawyer who is also a member of the Association on the basis that he is impartial and familiar with election procedures of registered societies. However, the solicitors for the Individual Defendants responded to say that they would abide by the Association's decision to follow the past practices in relation to the elections. Unfortunately, the result was less than satisfactory as can be seen from this judgment.

Woo Bih Li
Judge

Tan Yew Cheng (Leong Partnership) for the plaintiff;
Aw Wee Chong Nicholas (Clifford Law LLP) for the 1st, 2nd and 3rd defendants;
Yee May Kuen Peggy Sarah, Audrey Liaw Shu Juan and Valencia Soh (PY Legal LLC) for the 4th defendant.

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